OPC BOARD OF DIRECTORS
CODE OF CONDUCT Mar 2016

Code of Conduct for Orthotics Prosthetics Canada (OPC) Directors

1. I will act within Orthotics Prosthetics Canada Bylaws and the law.
2. I will support the objectives and mission of OPC, championing it, using any skills or knowledge I have to further that mission and seeking expert advice where appropriate.
3. I will contribute to discussions and decision-making that is positive and constructive. Outside of Board meetings, I will not create factions nor limit free and open discussion.
4. At all meetings I will be courteous, respectful and free of animosity. I will strive to be balanced in my efforts to understand others, and to make myself understood.
5. I will participate in the Corporation in ways other than attending Board meetings.
6. I will represent the Corporation actively and positively in the community.
7. I will be actively involved, making my skills, experience, and knowledge available to OPC.
8. I will collaborate with other members of the Board of Directors to formulate and regularly review OPC's vision, strategic objectives and plans.
9. Regardless of my personal viewpoint, I will not speak against, nor in any way undermine Board solidarity once a Board decision has been made.
10. I will use OPC's resources responsibly, and when claiming expenses will do so consistent with OPC procedures.
11. I will seek to be accountable for my actions, and will submit to whatever scrutiny is appropriate.
12. I accept my responsibility to ensure that OPC is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
13. I will develop and maintain a sound and up-to-date knowledge of OPC and its environment. This will include an understanding of how OPC operates, the legal status of its partner relationships, the social, political and economic environment in which it operates and the nature and extent of its work.
14. I will prepare for and attend all Board meetings and orientation sessions.
15. I will strive to understand my role and responsibilities as well as those of the Board.
16. I will respect the confidentiality of information about the Corporation whether that information is received in a meeting of the Board or of a committee or as otherwise provided to or obtained by the Director. A Director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the Corporation.

17. I will strive to avoid, in fact and in perception, conflicts of interest, and comply with the OPC's Conflict of Interest Policy.
18. I recognize that the roles of Directors and Head Office staff of OPC are different, and will seek to understand and respect the difference between these roles.
19. I will refrain from giving direction, as an individual Board member, to the Executive Director, staff or volunteers.
20. I understand that the President and the Vice President are the official spokespersons for the Board. Further, the Executive Director or other senior spokesperson approved by the Board may speak on behalf of the Corporation. As such, I will not speak or make representations on behalf of the Board unless authorized by the President or the Board. When so authorized, I will ensure my representations are consistent with accepted positions and policies of the Board.
21. I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from the OPC Board.
22. Should this happen I will be given the opportunity to be heard by the Board of Directors. In the event that I am asked to resign from the Board, I will accept the majority decision of the Board in this matter and resign at the earliest opportunity.

Intellectual Property Rights

23. I warrant and represent to the Corporation that ownership of any and all intellectual property that I, as the primary author, may create for or on behalf of the Corporation shall belong to the Corporation.
24. I further warrant that I have no claims whatsoever in relation to intellectual property rights against the Corporation, including but not limited to claims or rights in connection with copyrights, author rights, patents, trademarks, or designs related to the Corporation's software and that any claim I may have is hereby assigned to the Corporation.
25. I confirm that, except as otherwise specified, any intellectual property I may provide to the Corporation is original to the extent that any third party materials have been referenced or used in connection with the documentation or business of OPC have been disclosed to OPC in writing.
26. I assign and transfer to OPC all of my right, title and interest in and any copyright I may have with respect to intellectual property I may provide to OPC.
27. I waive any moral rights under the Copyright Act (Canada) with respect to any intellectual property I may provide including without limitation editing approval rights and the right to be associated with the work as an author or remain anonymous.

28. I agree to take such steps and do such things as are reasonably necessary for OPC (with third party costs approved by OPC to be paid by OPC) to apply for, register, protect, and defend its rights in and to OPC intellectual property in whole or in part. I agree not to apply for any copyrights for OPC intellectual property in whole or in part, and agree not to oppose, contest, or seek to invalidate any registration of such rights by OPC.
29. I acknowledge that, as owner, OPC will have, amongst its rights, to revise and edit the intellectual property in whole or in part, to publish, to copy, reproduce, print and distribute copies of the intellectual property in whole or in part, with the right to license/allow others to do any of the foregoing.
30. I agree not to, directly or indirectly, or through any third party or otherwise, make available any information or material that is similar in nature or directly competes with any intellectual property developed by or for the Corporation.

I have read the above Code of Conduct and Intellectual Property Rights as approved by the Board of Directors of OPC and confirm that I will abide by these policies.

Nominee		**Witness**	
Print Name:		Print Name:	
Signature:		Signature:	
Date:		Date:	